

EXHIBIT 45



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August 7, 2014

Joseph Nemelka, Executive Vice President
Motor Vehicle Software Corporation (DMVdesk)
29219 Canwood St., Ste. 205
Agoura Hills CA 91301

Dear Joe,

Thank you for the proposal for Motor Vehicle Software Corporation (DMVdesk) to become a title and registration vendor in the Automated Processing Partnership System (APPS) program. We appreciate you taking the time to submit such a comprehensive plan. It is clear that DMVdesk understands the motor vehicle dealership business sector well, and has many innovative ideas. However, we are unable to accept the proposal at this time for the following reasons, based on the vendor selection guidelines established in Wisconsin Administrative Code 156, which I am attaching here.

- **Technical support needed from DMV.** "DMV may consider the amount of technical support the vendor is likely to need from DMV to competently develop and maintain a public interface software, to train and manage agent needs, to maintain security of data, and to accurately and securely provide for electronic transfer of funds." Section 156.03 (2)(d), Wis. Adm. Code.

Adding any new title/registration vendor requires extensive resources from DMV for start-up programming and testing. Although DMVdesk has hired a product manager with technical experience in the Wisconsin third-party interface, the fact that DMVdesk has built an interface with only one state may increase resource requirements from the Wisconsin side.

Then going forward, every future change to title and registration programming on the DMV side requires testing and coordination with each vendor. Our recent enhancements to create and deliver electronic title records, rebase license plates, and increase our online public services on the DMV website, have all generated considerable testing efforts with our vendors. This work, of course, multiplies with the number of vendors involved.

- **Lack of program expansion to benefit DMV and the Wisconsin consumer.** "DMV may consider the anticipated benefit to DMV and DMV customers, such as the projected volume of title and registration or renewal transactions, and the location in the state." Section 156.03 (2)(e), Wis. Adm. Code.

It is unlikely that adding a new vendor would increase the number of participants in the program, because Wisconsin dealerships have been processing title applications electronically since legally mandated in 2007, and financial institutions have been processing lien applications electronically since legally mandated in 2010. Adding an additional title/registration vendor without expanding the locations participating in the APPS program offers no benefit to either DMV or our customer,

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the Wisconsin motorist. In fact, dealers and agents that switch vendors require significant time from DMV to facilitate that process.

It is also unclear that the proposed additional services would reduce the workload at DMV. DMVdesk's training program is attractive, but all of our vendors are contractually obligated to provide training. Auditing is welcome, but we have liability concerns about outsourcing the correction process. For scanning/imaging, the integration of external image files with our own scanning system would be extremely difficult, if not impossible. When we develop enhanced processing capabilities on our side of the interface—for example, if we develop the ability to print temporary license plates upon demand—we must offer these options and support their development with all of our vendors.

DMVdesk's proposal is very impressive and innovative. We will certainly keep your proposal on file and reconsider it in the future if we are in a position where it makes sense to add another title/registration vendor.

If you have any questions about our response, please let me know.

Best regards,

Dianne B. Parish
Motor Vehicle Program Specialist Senior